

EXHIBIT "A"

UNANIMOUS CONSENT OF DIRECTORS

VORAS ENTERPRISE INC.

**UNANIMOUS CONSENT OF
THE BOARD OF DIRECTORS AUTHORIZING
THE FILING OF A CHAPTER 11 BANKRUPTCY PETITION**

The undersigned, being all of the members of the Board of Directors of Voras Enterprise Inc. and its President, and Chief Executive Officer and authorized signatory for

VORAS ENTERPRISE INC.,

a New York not-for-profit corporation formed under and pursuant to the laws of the state of New York (the "Corporation"), do hereby certify that the following resolutions were duly adopted by the Board of Directors of the Corporation (the "Board") at a meeting convened on October 25, 2017 at which a quorum was present and voting throughout and that such resolutions have not been modified or rescinded and are still in full force and effect on the date hereof:

WHEREAS, the Corporation as a not-for-profit corporation holds its assets to be used for charitable purposes; and

WHEREAS, its primary tangible asset is the property located at 619 Throop Avenue, Brooklyn New York 11216; and

WHEREAS its asset is used consistent with its charitable purposes and as a location from which services are provided to the under-served community in central Brooklyn; and

WHEREAS, a state foreclosure proceeding has been commenced by a lender against the Corporation and its asset at 619 Throop Avenue, Brooklyn New York 11216; and

WHEREAS, due to the lack of cooperation by the foreclosing lender the Corporation has been unable to re-finance the mortgage loan which is the subject of the foreclosure proceeding ; and

WHEREAS the Corporation believes that it will be able to re-finance the mortgage loan in a timely manner; and

WHEREAS the state foreclosure proceeding against the property at 619 Throop Avenue, Brooklyn New York 11216, threatens to deprive the Corporation of its primary tangible asset and prevent it from effectively achieving its charitable purpose; and

WHEREAS by use of the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code", the Corporation believes it will both protect its primary tangible asset and maintain its ability to continue to meet its charitable purposes,

Now, therefore be it:

RESOLVED, that, given the authority duly provided to the undersigned, and given that in the judgment of the Corporation, it is desirable and in the best interests of the Corporation, its creditors and other interested parties that a petition be filed by the Corporation seeking relief under the provisions of Chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"); and it is further

RESOLVED, that, Jeffrey E. Dunston (the "Authorized Officer") on behalf of the Corporation be, and hereby is authorized, empowered, and directed, in the name and on behalf of the Corporation, to execute and verify a petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of New York (the "Bankruptcy Court") at such time as he shall determine; and it is further

RESOLVED, that, the law firm of DiConza Taurig Kadish LLP, 630 Third Avenue, New York, New York 10017, is hereby employed as attorneys for the Corporation in the Corporation's Chapter 11 case; and it is further

RESOLVED, that, the Authorized Officer be, and hereby is, authorized, empowered, and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that such Authorized Officer deem necessary, proper, or desirable in connection with the Corporation's Chapter 11 case, with a view to the successful prosecution of such case; and it is further

RESOLVED, that the Authorized Officer and such other persons as the Authorized Officer shall designate from time to time, and any agents (including counsel) designated by or directed by the Authorized Officer be, and each hereby is, authorized, empowered, and directed, in the name and on behalf of the Corporation to cause the Corporation to negotiate, enter into, execute, deliver, certify, file, and/or record, and perform such agreements, instruments, assignments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates, or other documents and to take such other actions, as in the judgment of any such officer shall be or become necessary, proper, and desirable to effectuate a successful reorganization of the Corporation's business; and it is further

RESOLVED, that the Authorized Officer and such other persons as the Authorized Officer shall from time to time designate, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation to: (i) negotiate, execute, deliver and/or file, in addition to the agreements, documents, and instruments referenced herein, such other agreements, documents and

instruments and assignments thereof as may be required or as such Authorized Officer deem appropriate or advisable, or to cause the negotiation, execution and delivery thereof, in the name and on behalf of the Corporation in such form and substance as such Authorized Officer may approve, together with such changes and amendments to any of the terms and conditions thereof as such officers may approve, with the execution and delivery thereof on behalf of the Corporation by or at the direction of such Authorized Officer to constitute evidence of such approval, (ii) negotiate, execute, deliver and/or file, in the name and on behalf of the Corporation any and all agreements, documents, certificates, consents, filings, and applications relating to the resolutions adopted and matters ratified or approved herein and the transactions contemplated thereby, and amendments and supplements to any of the foregoing, and to take such other actions as may be required or as such Authorized Officer deem appropriate or advisable in connection therewith, and (iii) do such other things as may be required, or as may in their judgment be appropriate or advisable, in order to effectuate fully the resolutions adopted and matters ratified or approved herein and the consummation of the transactions contemplated thereby; and it is further

RESOLVED, that the Authorized Officer and such other persons as the Authorized Officer shall from time to time designate, be, and each hereby is, authorized and empowered on behalf of and in the name of the Corporation to execute such consents of the Corporation as the Authorized Officer considers necessary, proper, or desirable to effectuate these resolutions, such determination to be evidenced by such execution or taking of such action; and it is further

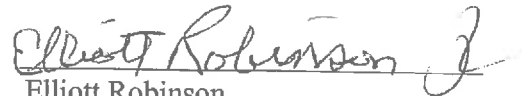
RESOLVED, that any and all past action heretofore taken by an Authorized Officer of the Corporation in the name and on behalf of the Corporation in furtherance of any or all of the preceding resolutions be, and the same hereby is, ratified, confirmed, and approved.

IN WITNESS WHEREOF, we have hereunto set our hand this 25th day of October 2017.

Voras Enterprise Inc.

A handwritten signature in black ink, appearing to read "Jeffrey E. Dunston", written over a horizontal line.

Jeffrey E. Dunston
President and Chief Executive Officer

A handwritten signature in black ink, appearing to read "Elliott Robinson", written over a horizontal line.

Elliott Robinson
Treasurer

A handwritten signature in black ink, appearing to read "Nathaniel Montgomery", written over a horizontal line.

Nathaniel Montgomery
Secretary